

**STATE OF NORTH CAROLINA
COUNTY OF FORSYTH**

ASSIGNMENT AGREEMENT

THIS ASSIGNMENT AGREEMENT, dated as of the 19th day of June 2015, between 5 Star Commercial, LLC (“Assignor”) and Twin City of Winston Salem, LLC, an Indiana limited liability company (“Assignee”), recites and provides:

RECITALS:

Assignor and Dutch Village Apartments, LLC (“Seller”) have entered into a Offer to Purchase and Agreement of Purchase and Sale, dated as of March 7, 2015, as amended (the “Agreement”), whereby Seller has agreed to sell Assignor, and Assignor has agreed to purchase from Seller, certain real property commonly known as Twin City Townhomes and located at 1500 Zuider Zee Drive, Winston-Salem, NC.

The Agreement obligates Seller to allow Assignor to assign the Purchase Agreement.

AGREEMENT:

NOW, THEREFORE, in consideration of the payment of \$10.00 and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor and Assignee hereby agree as follows:

1. **Transfer of Agreement.** Assignor hereby sells, assigns, transfers and conveys unto Assignee, and Assignee’s heirs, successors and assigns, all of its right, title, and interest in and to the Agreement. In consideration of the foregoing assignment, Assignee hereby assumes and agrees to perform all of the obligations of Assignor under the Agreement arising or accruing on and after the date hereof.

2. **Governing Law.** This Assignment Agreement and all other instruments referred to herein shall be governed by, and shall be construed in accordance with, the laws of the State of North Carolina.

3. **Successors and Assigns.** This Assignment Agreement and the terms and provisions herein shall inure to the benefit of, and shall be binding upon, the respective successors and assigns of Assignor and Assignee.

4. **Incorporation by Reference.** The Agreement referred to herein are by reference incorporated herein and made a part of this Assignment Agreement.

5. **Counterparts.** To facilitate execution, this Assignment Agreement may be executed in as many counterparts as may be required. It shall not be necessary that the signatures on behalf of all parties appear on each counterpart hereof. All counterparts hereof shall collectively constitute a single agreement.

IN WITNESS WHEREOF, the Assignor and Assignee have caused this Assignment Agreement to be executed on its behalf by its duly authorized representative as of the date first above written.

ASSIGNOR: 5 Star Commercial, LLC,
an Indiana limited liability company

Earl Miller, Manager

Print: Earl Miller, Manager

Date: 6-19-15

ASSIGNEE: Twin City of Winston
Salem, LLC, an Indiana limited liability
company

By: 5 Star Commercial, LLC, an Indiana
limited liability company, its Manager

Date: 6-19-15

By: Earl Miller, Manager
Earl Miller
Title: Manager

Agreed and accepted.

SELLER: Dutch Village Apartments,
LLC, a North Carolina limited liability
company

By: VTT Management Inc., a North
Carolina corporation

Date: _____

By: _____
Michael T. Reed
Title: COO/VP